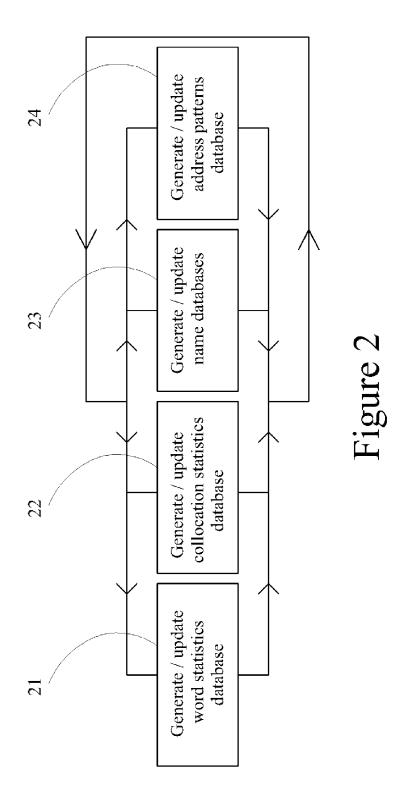


Figure 1



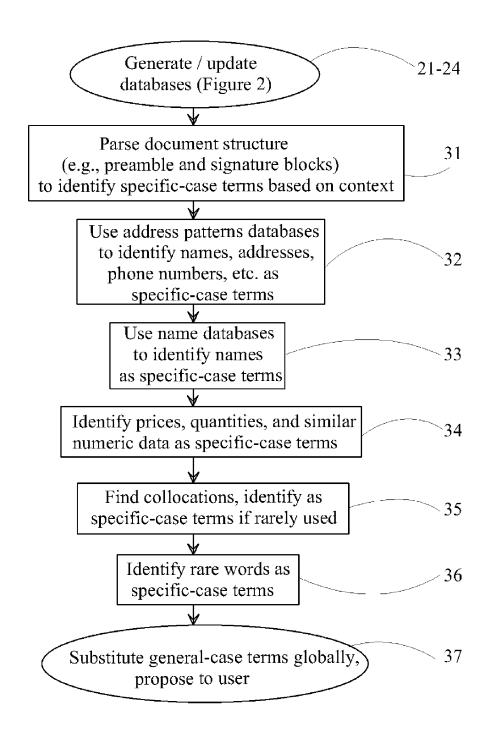


Figure 3

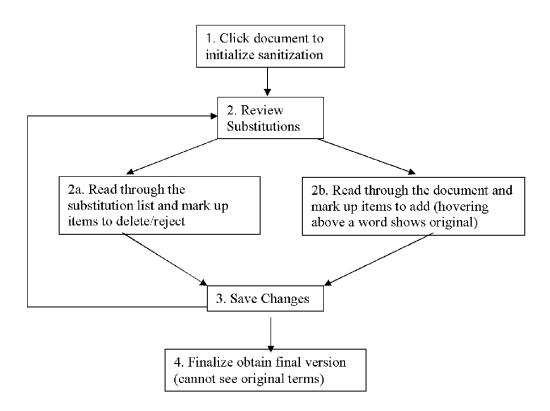


Figure 4

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LTERNALDTERNAL	CHANGE CONTRACTOR	mer with the ani	d Cindit, and its warder were	cubsidiases and adioa	MENTION CONTROLL WITH THE CONTROL ON BY MOST WORK STREET S
A SCOPE AND CONST					
A PAYMENT A PRICHE	E WHEREAS, AMAY 15	s supplier of fit postde sentres	Mas compuls systems, per bosed solutions in accorda	inherals, filikkki, and s nocwell their specific in	T VI-EREAS, ARAT 19 a suppres of Flast' computer systems, perisheras, fétada, and services and san murpe fusiones; interested in anguir na A single supplet to pravide services based solutions in accordance with their specific institutional legularicand, and
S MANAGE	WHERES, ANAT D	32 年1961年10 年14	end uthan as a Subtonia	that to provide services i	WHECEAS, ANAT has elected to engage retwood as a Subconfiscion to provide services is support of these customer solutions; and
8 SUBCONTRACTOR F. WARRANT?	WHEREAS TERMS IS roady, with sections of the Wills Agreement, and	is roady, willing ement, and	and able to Amriah its sovici	es to sinh and its cosic	VMEREAS, I'DRAM is roady, witing and zbie to fumish his sowices to AKA1 end its rostomers as herainadorase scribed by the terms and coedisons sed forth to Autement, and
10, REMEDIES 11, CAMERINA AND 15 12, CHANNE IN SCOPE 13, CONFIDENTIAL INF	whereas the sames agree mat he terms and carries and carries to assume the following the $\frac{1}{N}$ and $\frac{1}{N}$ and $\frac{1}{N}$	iss agree mat the same of Bernhas of usespinens of	a perms and conditions or the toy see that them to the toy to the toy of the	s Agreement erd enver parchesotes shell enge	WHEREAS, the parties agree mat the between ordering and conditions of this Agreement and any applicable Pulthase Chercs) that may be insund therefores will green the duringse of Berkea by Ara than There are some the second of such Services on Berkel of Ara to condition or easigneers of Morfax.
18 MUMBERFICATION 7	NOW, THEREFORE	ុំភេខចំពន់រដ្ឋខានដែន	r Postare moluel comprends an	d gremises cortained?	NOW, THEREFORE, in consideration of the mulual comenants and promises contained herein, the parises agree to the following.
15, NOTICES	1. DEFINITIONS	W.			
12 INSTRANCE 18 COMPUSACE WITH	ns	STALL SMARKET	Therews neads parts enduser custoner	ندار المار	
Changes Led		7			,
Substite		La Tungay			Finalize Apply changes
		Pleasech	Please check box(es) below to reject supposted substitutions	suggested gabstilution	<u> </u>
M Pending Order 7	स्त्रीय श्रद्धाप्रस्तर है जनअपने १३४	T Pentung		Digest J.	ACAT TO BE A VEIGGE BLANT TO SERVICE TO
	RPISTED CHE	C estimes.	Francis Philosophics	I Simes	Personner I traplate and supplate Communication Communicat
T. 4 Smear September 12	Corre replaced Communications		Frace replaced \$1206,028	and Three	PERSONAL PERSONAL DESIGNATION OF THE PERSONAL PROPERTY OF THE PERSONAL
e same sames a	replaced for the partition		NOVE REDISER TOR END OF		Piconus registed signs the
0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Character Control Banco Control		Commission of the second secon		TO AT A PERCENTIAL AND

Figure 2

AKAR Contract Number:	Meritan Contract Number:
19. OEMERAL	\$9. GENERAL
Subcontract Agreement (Agreement) made this CATE2 by and between CORP1, a Delawiare corporation, having a principal place of business at ACCATES 2 (heigh after AAAA), and its world-wide subsidiares and affiliates, having a principal place of business at ACCATES 4 (heremaker "ECAME").	Bubcordisc Agreement (Agreement) made this 196 day of issaer, 2002 by and between Marks Consolid Coloration, a Delaware corporation, having a principal place of business at \$2005 FM 1110. Noticing, towar 19759-3246 (hereinside: "Northal), and contacts Marchalisch Problems (Nr. and its world-wide subsidiaries and afficiles, having a principal place of business at \$750 Enbacker, Nav. York, Now. York, Now.
WHEREAS ANALIS a cupplier of TERM? computer systems, perpherals, TERMS., and salvoes and has multiple customers interested in engaging a single supplier to provide services hased solutions in accordance with their specific multi-dimensional requirements; and	WHEREAS, Morax is a supplier of Livar computer systems, peripherals, "AMDs, and services and has multiple customers interested in angagng a single supplier to provide services based solutions in accordance with their specific multi-dimensional requirements, and
WHEREAS, Morth has elected to engage TERMs as a Subpontractor to provide services in support of these customer schulichs; and	WHEREAS, Korter has elected to engage CMP as a Subconfractor to provide semices in support of these customer solutions; and
VM-EREAS. TERMS is ready, witing and able to furnish its services to AXXII and its trustomers as hareinsfier described by the terms and conditions set forth in this Agreement, and	WHEREAS, OR le ready, wiling and able to futbish its services to stortive and its customotis as heromafter described by the larms and conditions sel forb in this Agreement, and
WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Orders) that may be issued heraunder with govern the purchase of Services by AVX from TERMS. Buth purchase(s) shall engage TERMS in the provision of such Services on behalf of ARM to a customer of such Services on behalf of ARM to a customer of such Services.	WHEPEAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by Adrias from Call? . Such purchase(s) shall engage CAP in the provision of such Services on behalf of Moriax to a custoffiner of obsolutes of Relian.
WHEREAS, the parties solde that the terms and conditions of this Agreement and any applicable Funhase Order(s) that may be is such hereunder will govern the purchase of Services by KRA1 from TERMS. Such purchase(s) shall engage TERMS in the provision of such Services on behalf of sevil to a sustained or customers of MA1.	WARENEAS, the perfes agree that the terms and conditions or this Agreement and any applicable Purchase order(s) that may be issued hereunder will govern the purchase of Services by Mortas from 1988. Such purchase(s) shall engage 1987 in the pronotion of such Derwices on behalf or Mortas to a Customer or outstomers of Mortas.
WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase. Order(s) that may be issued hereunder with govern the purchase of Services by Ark's from TERMS. Such purchase(s) shall engage TERMS in the provision of such Services on behalf of Ark's to a sustamen or sustamers of Ark's.	WASEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Circlet(s) that may be issued hereunder with govern the purchase of Sentices by Markorfom CMF. Euch purchase(s) shall engage CMF in the provision of such Services on behalf of Modal to a customer or customers of Modal.

Figure 6

Contract Contract Contract		
	Subcontract Agre	Appendent Charagagas ones this DATE? In and between COMPT a Delaws composition having a principal place of business at
2, TERM AND TERMINATIO ADDRESSY		(heralnatter "4841"), and COND", and its world-wide subsidiaries and adiliates, having a principal place of business at MATHESM
2 SCOPE AND CONSTRUCT	(hereinatier "Tistatio")	
4 PAYMENT		and a second of the second of
2 PRCIA	s stage supplier	kratis e suchen dierre compuet vyskoe, propose e lakes, enderver erd des munite curamed migresse en engegng Boos to pronde serves based sombor in accordador with trek special bringay i dequitements and
A GOODS A MARKET OF THE PARTY O		
SUBCONTRACTOR PER	WANTER EACH	MART has elected to engage ITFME as a Subcontractor to provide services in support of these rustomer solutions; and
THREEMIN B	WAEPERS, ILEM	ERBING is read, willing and able to tuinish its sendres to ANN1 and its customers as hereinaffer described by the letrus and conditions
TO REMEDIES	set forth in this Ac	his Agreement and
OWNERSHIP AND LIC	O HOLE STEELER	the patter and the terms and conditions of this American and any state of the terms of the terms and the source
12, CHANGE IN SCORE	Will govern t	will govern the purchase of Services by ARA I from TERMA. Such purchase(6) skell engage TERMA in the principla of such Services on behalf of ARA I naturate or extensive of ARA.
A RUBBALLOCATION		
15 UMITATION OF LIABILA, NOW, THER		EFCRE, in consideration of the mutual coverants and promises contained herein, the parties agree to the tollowing:
18 NOTICES	SNOT MINE	or Z
	i	
19 COMPLANCE WITH LA	15	Transment medans what a end-user commer.
10 REMEDIES	as.	"Senetaes" means consuiting, integration, implementation, installation, maintenance, repair or replacement parts, support,
CHANGE IN SCOPE		debign, beip desk operators, development frakring, menegement, and arr other work provided Sobcontrador in connection with means totales, meaning forther under this American
23 CONFIDENTIAL INFORM		The gold of a factor of the second of the se
** 14 INDEMNIFICATION ** 15 LIMITATION OF LIABILITY	T.	Pushbase Orden" means AKA? & veillen parchase order form and any document incomposited thereto by reference.
16. NOTICES	ਚੰ	"Bog" as used finalizated the Agreenest means a kleinese day, unless otherwise stated.
18 COMPLEXCENSITELS	di.	"আধাৰদভাগ ৰিমিলম" means a document agreed upon by AsiAt and REMAS hat specifies the Services to be provided by REMAS, the prement extendible definer schedule and scentimon a mans for each Services and si sopication detailed between and
		administrative requirements for the Services. A Statement of Work will be strafted and agreed upon for each Furthese Order rescued under this Agreement.
	16 <u>1</u>	The constant of the second with the constant of the constant constant of the contract contract of the contract
		completion and acceptance criteria set forth or referenced in the Statement of Work or Purchase Order. Acceptance may be partial or compute acceptance may be partial.

Figure '

Adjustment and Pleat of Marges rapresement, and pleat of merger semilities 39 deap. A SQUE TRUE AD A PLAN OF MERGER A SQUE I OF THE NATIVE AS	THE MERCHEN	KEPRESENTA HEPRESENTA	CONDITIONS TERRINATION	PAGE TANEL	David as of	AGREEMENT AND PLAN OF NERGER, dated as or DATE4	*Agreement", by and among CPARTY1 , a Dataware copporation (the "Parend") COSF3 , a Celanear copporation (the "Langeary") and a direct wholly-owned subsidiary of the Parend (Merger State), and ICFARTY3 , a Delaware comporation (the "Langeary") Capitalized terms used and not otherwise defined harm have the meanings set forth in Article 1.	WHEREAS, the Loads of directors of each of the Parent, Merger Sub and	the Company hare determined that it's advance and in the trest interests of their respective continuous and stocklooders to enter into a business combination by means of the merger of the Company with and into Merger. But and have approved and she Merger, this Agreement and the transactions contemplated bereby.	WHEFEAR as a condition and inducement to each party's enform into	fins Agreement, the Company Major Stockholders, concurrently with the execution and delivery of this Agreement, is entering into a Voling. Agreement, and	
Agreement and Plan of Manger at Agreement and Plan of Nam as Agreement and Plans of Nam	A ADDICATE THE REPORT	M ASTOLIKA REPRESENTA M ASTOLIKA REPRESENTA	M ARTOLEY CONDITIONS M ARTOLEY CONDITIONS M ARTOLES TERMINATION	PER ANTICINE SECOND LANGE								

Figure 8